

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
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RESIDENTIAL CAPITAL, LLC, *et al.*, : Case No. 12-12020 (MG)  
:  
: (Jointly Administered)  
Debtors. :  
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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF INTERIM  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications for allowance of interim compensation and reimbursement of expenses (Docket Nos. 4420, 4455, 4458, 4507, 4511, 4512, 4513, 4521, 4523, 4526, 4527, 4528, 4529, 4532, 4533, 4534, 4537, 4538, 4542, 4547, 4551, 4557, 4558, 4559, 4560, 4561, 4562, 4563, 4564, 4565, 4566, 4569, 4570, 4571, 4572, and 4573 (collectively, the “**Third Interim Applications**”) for professional services rendered and expenses incurred during the period commencing January 1, 2013 through April 30, 2013; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to all pleadings related to the Applications; and a hearing having been held before this Court to consider the Applications on September 11, 2013 (the “**Hearing**”); and based upon the record of the Hearing; and all objections to the Third Interim Application having been resolved or overruled; and sufficient cause having been shown therefor; it is hereby

ORDERED, that the Applications are granted to the extent set forth on **Schedule “A”** annexed hereto; and it is further

ORDERED, that creditor, Erlinda Abibas Aniel’s objection to the Third Interim Application of Severson & Werson, P.C. (Docket No. 4514) is overruled; and it is further

ORDERED, that, with respect to the Third Interim Applications, the Debtors are authorized and directed to pay fees and expenses allowed under this Order less 10% of allowed fees, which are still subject to holdback, excluding the application of Pepper Hamilton LLP (Docket No. 4521), which is not subject to further holdback, provided, that any remaining prepetition retainer shall be applied against such amounts pursuant to and in accordance with the terms of the order authorizing each respective Applicant's retention and/or against any outstanding prepetition amounts to the extent provided under the applicable Application; and it is further

ORDERED, that the Debtors are authorized and directed to pay fees allowed under this Court's Orders dated December 28, 2012 (Docket No. 2530) (the "First Interim Fee Order") and April 23, 2013 (Docket No. 3556) (the "Second Interim Fee Order") but not yet paid as set forth on **Schedule "B"**; and it is further

ORDERED, that all payments made pursuant to this Order (including the payment of holdback amounts previously approved pursuant to the First Interim Fee Order and Second Interim Fee Order) are interim payments subject to final approval, and the Debtors remaining current on their administrative obligations, including, but not limited to, the required filings of monthly operating reports and payment of statutory fees plus interest due and owing (if any) to the Office of the United States Trustee; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order; and it is further

ORDERED, that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

**SO ORDERED.**

Dated: September 23, 2013  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge